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Honorable Christopher M. Alston  
Chapter 11  
Hearing Location: Seattle Rm 7206  
Hearing Date: June 13, 2018  
Hearing Time: 9:30 a.m.  
Response Date: June 6, 2018

8  
9 UNITED STATES BANKRUPTCY COURT  
10 WESTERN DISTRICT OF WASHINGTON  
11 AT SEATTLE

12 In re:

13 NORTHWEST TERRITORIAL MINT, LLC,

14 Debtor.

15 Case No. 16-11767-CMA

16 DECLARATION OF UTE  
17 WARTENBERG KAGAN IN SUPPORT  
18 OF MOTION FOR ORDER  
19 APPROVING THE SALE OF CERTAIN  
20 ASSETS OF THE ESTATE FREE AND  
21 CLEAR OF ALL LIENS, CLAIMS,  
22 INTERESTS, AND ENCUMBRANCES  
23 TO AMERICAN NUMISMATIC  
24 SOCIETY

25 Ute Wartenberg Kagan declares as follows:

26 1. I am the Executive Director of The American Numismatic Society (the "ANS").

I have personal knowledge of the facts set forth herein. I make this declaration in support of the  
Trustee's Motion For Order Approving The Sale Of Certain Assets Of The Estate Free And Clear Of  
All Liens, Claims, Interests, And Encumbrances To American Numismatic Society.

2. The ANS, headquartered in New York city, is a non-profit organization dedicated to  
the study, research and public appreciation of coins, currencies, medals, and other related objects  
from all cultures, past and present.

26  
DECLARATION OF UTE WARTENBERG KAGAN - 1  
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1       3. The ANS has the foremost research collection and library specialized in numismatics  
2 in the United States. Since its founding in 1858, the ANS has assembled a permanent collection  
3 with over 800,000 objects dating from 650 BCE to the present, and a numismatic library which  
4 houses approximately 100,000 books, documents, and artifacts. The ANS resources are used to  
5 support research and education in numismatics, for the benefit of academic specialists, serious  
6 collectors, professional numismatists, and the interested public. The resources support publications  
7 of books and periodicals, lectures, academic seminars, and exhibitions.

9       4. On May 15, 2018, the ANS executed an Asset Purchase Agreement (“ANS APA”)  
10 for the purchase of certain assets (the “Pre-1998 Assets”) from the bankruptcy estate, following  
11 lengthy negotiations. The negotiations were at arms’ length and made in good faith by the ANS.  
12 Neither I, nor the ANS has any connection to or relationship with the Trustee, Northwest Territorial  
13 Mint or the Medallic Art Company, other than that ANS was one of Medallic Art Company’s  
14 customers as discussed below.

16       5. The ANS APA is based on the educational and historical value of the Pre-1998 Assets  
17 and not for purposes of economic advantage. Instead, if the sale is approved, the ANS will make use  
18 of the Pre-1998 Assets consistent with its core mission of historical preservation and education in the  
19 numismatic field.

21       6. The genesis of ANS’s offer for the Pre-1998 assets began on February 2, 2018 when I  
22 contacted the Trustee to determine the status of ANS’s dies at the Medallic Art Company. Prior to  
23 that time, I had been made aware of the Northwest Territorial Mint bankruptcy, but had understood  
24 that the company was being restructured. On February 2, we were told that ANS’s dies at the  
25 Medallic Art Company were possibly being sold (beginning as early as 1913, ANS contracted with  
26

1       Medallic Art Company to strike primarily limited edition medals). My husband found the Trustee's  
2 name and number and I called the Trustee. In an emails of the same day, the Trustee suggested ANS  
3 may want to purchase the Pre-1998 Assets and Paul Wagner suggested ANS visit the Dayton  
4 location.

5              On February 6, 2018, Mary Lannin, an ANS Trustee, and I flew to Reno and spent  
6 about 4 hours touring the Medallic Art Company Dayton plant. Rob Vugteveen was our guide and  
7 Edgar Chacon also helped. The visit was arranged by Paul Wagner, but he was not available that  
8 day. We looked in detail at the archives of medals, medals, galvanos, dies and other assets. We  
9 flew back to New York on Thursday.

10             8.       The ANS only ever sought to purchase the Pre-1998 Assets. The ANS was  
11 concerned enough about the financial outlay for purchase of the Pre-1998 Assets and did not make  
12 any efforts to purchase post-1998 assets.

13             9.       Due to the size of dies, under any circumstances, the ANS would be required to  
14 arrange for storage by a third party of the dies portion of the Pre-1998 Assets. Beth Deisher, an  
15 ANS trustee, has known Jerry Moran of Medalcraft for a number of years. I have known Jerry  
16 Moran for at least a couple of years. By March, Beth Deisher and I had begun to think about storage  
17 of the ANS dies and we reached out to Mr. Moran to discuss a storage arrangement of Pre-1998 dies  
18 should the Court approve a sale to ANS. Those discussions were put on hold when the Trustee was  
19 entertaining other offers for the assets. The discussions resumed when we were told the Trustee  
20 would again consider an ANS offer. On May 17, 2018, the ANS reached agreement with Medalcraft  
21 for the storage of Pre-1998 dies should the Court approve the sale to ANS. A copy of the agreement  
22 is attached hereto as Exhibit A.  
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24  
25  
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10. Because the terms of the ANS APA require a closing by June 20, 2018 and for ANS to remove the purchased ANS Assets from the Dayton plan no later than June 29, 2018, the Trustee has consented to ANS packing the non-die portion of the ANS Assets at the Dayton plant at ANS's own expense and at the risk that the Court may not approve the sale to ANS. Paul Wagner and Edgar Chacon were at the premises on May 21, 2018 during the packing. Those assets will remain at the Dayton premises and will only be moved if the Court approves a sale to ANS.

I declare under penalty of perjury under the laws of the state of Washington that the foregoing is true and correct.

DATED at Dayton, Nevada, this 22nd day of May, 2018.

/s/ Ute Wartenberg Kagan  
Ute Wartenberg Kagan